

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Termination and Release of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wachovia Bank, National Association, as Administrative Agent	First Union National Bank	08/09/2004	National banking association:

RECEIVING PARTY DATA

Name:	Hollywood Theaters, Inc.
Street Address:	919 S.W. Taylor Street
Internal Address:	#800
City:	Portland
State/Country:	OREGON
Postal Code:	90205
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2262226	HOLLYWOOD THEATERS
Registration Number:	2198438	

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 455-2254

Email: LLevy@stblaw.com

Correspondent Name: Robyn Rahbar, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:

029551/0023

NAME OF SUBMITTER:

Lea B. Levy

Total Attachments: 4

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of August 9, 2004, from Wachovia Bank, National Association, a national banking association (formerly known as First Union National Bank), as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to Hollywood Theaters, Inc., a Delaware corporation with its principal place of business located at 919 S.W. Taylor Street, #800, Portland, OR, 90205 ("Hollywood").

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of April 23, 1999, made by the Obligors (as defined therein) in favor of the Agent (the "Credit Agreement"), a security interest (the "Security Interest") was granted by the Obligors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Security Agreement dated as of April 23, 1999, among the Agent and Hollywood et al. (the "Security Agreement"), Hollywood, by reference to the Credit Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on May 4, 1999, at Reel 2086 and Frame 0289; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Credit Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of Hollywood's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Credit Agreement and the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

WACHOVIA BANK, NATIONAL
ASSOCIATION (formerly FIRST UNION
NATIONAL BANK)

By: Kevin P. Shea
Name: KEVIN P. SHEA
Title: VICE PRESIDENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 9th day of August, 2004, before me personally appeared Kevin P. Shea to me known who, being by me duly sworn, did depose and say that he/she is Vice President of Wachovia Bank, National Association (formerly First Union National Bank), described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by Wachovia Bank, National Association (formerly First Union National Bank).




Notary Public

(Affix Seal Below)

CYNTHIA PARKER
NOTARY PUBLIC, State of New York
No. 01PA5055476
Qualified in Dutchess County
Commission Expires Feb. 12, 2006

Schedule A

U.S. Trademark Registrations

Title	Registration Number
HOLLYWOOD THEATERS 	2,262,226
Design 	2,198,438